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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ARTS & COMMUNICATIONS COUNSELORS, INC.

(under Section 805 of the Business Corporation Law)

FIRST: The name of the Corporation is Arts & Communications Counselors, Inc. (the "Corporation").

SECOND: The Corporation filed the Certificate of Incorporation as RF&R Arts & Communications Counselors, Inc. with the Secretary of State of the State of New York on December 6, 1984.

THIRD: On February 15, 1989, RF&R Arts & Communications Counselors, Inc. filed an amendment to the Certificate of Incorporation with the Secretary of State of the State of New York relating to the change of name from RF&R Arts & Communications Counselors, Inc. to Arts & Communications Counselors, Inc.

FOURTH: The amendment effected by this certificate of amendment relates to the change of name of the Corporation from Arts & Communications Counselors, Inc. to Finn Partners, Inc.

FIFTH: To accomplish the foregoing amendment, the first paragraph of the Certificate of Incorporation of the Corporation relating to the Corporation's name is hereby amended to read as follows:

"FIRST: The name of the corporation shall be Finn Partners, Inc."

SIXTH: The foregoing amendment to the Certificate of Incorporation was authorized by the unanimous written consent of the board of directors of the Corporation and was duly adopted by the unanimous written consent of the stockholders of the Corporation owning all of the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has signed this document on the 7th November, 2012 and does hereby affirm, under penalties of perjury, that the statements contained therein have been examined by the undersigned and are true and correct.

TRUE, CURRENT AND CORRECT

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3-12-13

/s/ Peter Finn

Peter Finn, Chairman of the Board,
Chief Executive Officer & Secretary

BY-LAWS
OF
FINN PARTNERS, INC.
(A New York Corporation)

ARTICLE I

Shareholders

Section 1. Place of Meetings. Meetings of shareholders shall be held at such place, either within or without the State of New York, as shall be designated from time to time by the Board of Directors.

Section 2. Annual Meetings. Annual meetings of shareholders shall be held on such date during such month of each year and at such time as shall be designated from time to time by the Board of Directors. At each annual meeting the shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 3. Special Meetings. Special meetings of the shareholders may be called by resolution of the Board of Directors or by the President, and must be called by the President or Secretary upon written request of the majority of the Board of Directors.

Section 4. Notice of Meetings. Written notice of each meeting of the shareholders stating the place, date and hour of the meeting shall be given by or at the direction of the Board of Directors to each shareholder entitled to vote at the meeting at least ten, but not more than fifty, days prior to the meeting. Notice of any special meeting shall state in general terms the purpose or purposes for which the meeting is called, and the name of the person by whom or at whose direction the meeting is called. Notice of any meeting may be waived by submitting a signed waiver or by attendance at the meeting.

Section 5. Quorum: Adjournments of Meetings. The holders of a majority of the issued and outstanding shares of the capital stock of the Corporation entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business at such shareholders' meeting; but, if there be less than a quorum, the holders of a majority of the stock so present or represented may adjourn the meeting to another time or place, from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice, except as required by law, and any business may be transacted there which might have been transacted at the meeting as originally called.

Section 6. Voting. At any meeting of the shareholders every registered owner of shares entitled to vote may vote in person or by proxy and, except as otherwise provided by statute, in the Certificate of Incorporation or these By-Laws, shall have one vote for each share standing in his name on the records of the Corporation. Except as otherwise required by statute, the Certificate of Incorporation or these By-Laws, all corporate action, other than the election of directors, to be taken by vote of the shareholders shall be authorized by a majority of the votes cast at such meeting by the holders of shares entitled to vote thereon, a quorum being present.

Section 7. Inspectors of Election. The Board of Directors, or, if the Board of Directors shall not have made the appointment, the chairman presiding at any meeting of shareholders, shall have the power to appoint one or more persons to act as inspectors of election at the meeting or any adjournment thereof, but no candidate for the office of director shall be appointed as an inspector at any meeting for the election of directors.

Section 8. Chairman of Meetings. The Chairman of the Board, or, in his absence, the President shall preside at all meetings of the shareholders. In the absence of both the Chairman of the Board and the President, a majority of the members of the Board of Directors present in person at such meeting may appoint any other officer or director to act as Chairman of the meeting.

Section 9. Secretary of Meetings. The Secretary of the Corporation shall act as secretary of all meetings of the shareholders. In the absence of the Secretary, the chairman of the meeting shall appoint any other person to act as secretary of the meeting.

Section 10. Action Without Meeting. Any action required or permitted to be taken by the shareholders may be taken without a meeting if all shareholders consent in writing to the adoption of a resolution or resolutions authorizing the action, which resolution or resolutions, and the written consents thereto by the shareholders, shall be filed with the minutes of the proceedings of the shareholders. Any one or more shareholders may participate in a meeting of the shareholders by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE II

Board of Directors

Section 1. Number of Directors. The number of directors, who need not be shareholders of the Corporation, shall not be more than eight (8) and not less than one as the Board of Directors may fix from time to time. The initial number of directors shall be two (2). The directors shall be elected by the shareholders by a plurality of vote. The number of directors may be changed by an amendment to the bylaws, adopted by the shareholders.

Section 2. Vacancies. Whenever any vacancy shall occur in the Board of Directors by reason of death, resignation, increase in the number of directors or otherwise, shall be filled by a majority of the remaining directors, or by the sole remaining director, for the unexpired term of his predecessor and the election and qualification of his successor; or, if the Board of Directors has not filled such vacancy or if there are no remaining directors, it may be filled by the shareholders.

Section 3. Removal of Directors. Any director may be removed either with or without cause, at any time, by a vote of the shareholders holding a majority of the shares then issued and outstanding and who were entitled to vote for the election of the director sought to be removed, at any special meeting called for the purpose, at the annual meeting. Except as otherwise prescribed by statute, a director may be removed for cause by a vote of the majority of the entire Board of Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors, other than the first meeting, may be held without notice at such times and places as the Board of Directors may from time to time determine.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by order of the Chairman of the board, the President or any director. Notice of the time and place of each special meeting shall be given by or at the direction of the person or persons calling the meeting by mailing the same at least three days before the meeting or by telephoning, faxing or delivering personally the same at least twenty-four hours before the meeting to each director. Except as otherwise specified in the notice thereof, or as required by statute, the Certificate of Incorporation or these By-Laws, any and all business may be transacted at any special meeting.

Section 6. Organization. Every meeting of the Board of Directors shall be presided over by the Chairman of the Board, or, in his absence, the President. In the absence of the Chairman of the Board and the President, a presiding officer shall be chosen by a majority of the directors present. The Secretary of the Corporation shall act as secretary of the meeting, but, in his absence, the presiding officer may appoint any person to act as secretary of the meeting. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with the law or these bylaws.

Section 7. Quorum: Vote. A majority of the directors then in office shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting to another time or place from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. Except as otherwise required by statute, the Certificate of Incorporation or these By-Laws, all matters coming before any meeting of the Board of Directors shall be decided by the vote of a majority of the directors present at the meeting, a quorum being present.

Section 8. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution or resolutions authorizing the action, which resolution or resolutions, and the written consents thereto by the members of the Board of Directors, shall be filed with the minutes of the proceedings of the Board of Directors. Any one or more members of the Board of Directors may participate in a meeting of such Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE III Officers

Section 1. General. The Board of Directors shall elect the officers of the Corporation, which may include, a Chairman, a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other or additional officers as the Board of Directors may designate. Any two offices, except the offices of President and Secretary may be held concurrently by the same person. However, when all of the issued and outstanding stock of the corporation is owned by one person, such person may hold all or any combination of offices.

Section 2. Term of Office; Removal and Vacancy. Each officer shall hold his office until the meeting of the Board of Directors following the next annual meeting of shareholders and until his successor has been elected and qualified, or until his earlier resignation or removal. Any officer or agent shall be subject to removal with or without cause at any time by the vote of the majority of the Board of Directors. Vacancies in any office, whether occurring by death, resignation, removal or otherwise, may be filled by the Board of Directors.

Section 3. Powers and Duties. Each of the officers of the Corporation shall, unless otherwise ordered by the Board of Directors, have such powers and duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be conferred upon him by the Board of Directors. Unless otherwise ordered by the Board of Directors after the adoption of these By-Laws, the Chairman of the Board, or, when the office of the Chairman of the Board is vacant, the President, shall be the chief executive officer of the Corporation.

Section 4. Power to Vote Stock. Unless otherwise ordered by the Board of Directors, the Chairman of the Board and the President each shall have full power and authority on behalf of the Corporation to attend and to vote at any meeting of shareholders of any corporation in which the Corporation may hold stock, and may exercise on behalf of the Corporation any and all of the rights and powers incident to the ownership of such stock at any such meeting and shall have power and authority to execute and deliver proxies, waivers and consents on behalf of the Corporation in connection with the exercise by the Corporation of the rights and powers incident to the ownership of such stock. The Board of Directors, from time to time, may confer like powers upon any other person or persons.

ARTICLE IV

Capital Stock

Section 1. Certificates of Stock. Certificates representing shares of stock of the Corporation shall be in such form complying with the statute as the Board of Directors may from time to time prescribe and shall be signed by the Chairman of the Board or a Vice-Chairman of the Board or the President or a Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary. Each certificate shall state the registered holder's name, the number and class of shares represented thereby, the date of issue, the par value of such shares, or that they are without par value. The certificates shall be numbered consecutively and in the order in which they are issued.

Section 2. Transfer of Stock. Shares of capital stock of the Corporation shall be transferable on the books of the Corporation only by the holder of record thereof, in person or by duly authorized attorney, upon surrender and cancellation of certificates for a like number of shares, with an assignment or power of transfer endorsed thereon or delivered therewith, duly executed, and with such proof of the authenticity of the signature and of authority to transfer, and of payment of transfer taxes, as the corporation or its agents may require.

Section 3. Ownership of Stock. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the owner thereof in fact and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

ARTICLE V

Section 1. Corporate Seal. The Board of Directors shall have the power to adopt a seal of the corporation; and, if so adopted, the seal of the corporation shall be circular in form and shall contain the name of the corporation and the year and State of Incorporation.

Section 2. Fiscal Year. The Board of Directors shall have power to fix, and from time to time to change, the fiscal year of the Corporation.

ARTICLE VI

Amendment

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of the Corporation subject to the power of the shareholders to amend or repeal the By-Laws made or altered by the Board of Directors. Any amendment to the By-laws shall be approved by a majority of the Board of Directors.

ARTICLE VII

Indemnification

Except to the extent expressly prohibited by the New York Business Corporation Law, the Corporation shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, and whether by or in the right of the Corporation or otherwise, by reason of the fact that such person or such person's testator or intestate is or was a shareholder, director or officer of the Corporation, or serves or served at the request of the Corporation any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity while he or she was such a shareholder, director or officer (hereinafter referred to as "Indemnified Person"), against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such Indemnified Person establishes that either (a) his or her acts were committed in bad faith, or were the result of active and deliberate dishonesty, and were material to the cause of action so adjudicated, or (b) that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

The Corporation shall advance or promptly reimburse upon request any Indemnified Person for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such Indemnified Person to repay such amount if such Indemnified Person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such Indemnified Person is entitled.

Nothing herein shall limit or affect any right of any Indemnified Person otherwise than hereunder to indemnification or expenses, including attorneys' fees, under any statute, rule, regulation, Certificate of Incorporation, by-law, insurance policy, contract or otherwise.

Anything in these By-laws to the contrary notwithstanding, no elimination of this by-law, and no amendment of this by-law adversely affecting the right of any Indemnified Person to indemnification or advancement of expenses hereunder shall be effective until the 60th day following notice to such Indemnified Person of such action, and no elimination of or amendment to this by-law shall thereafter deprive any Indemnified Person of his or her rights hereunder arising out of alleged or actual occurrences, acts or failures to act prior to such 60th day.

The Corporation shall not, except by elimination or amendment of this by-law in a manner consistent with the preceding paragraph, take any corporate action or enter into any agreement which prohibits, or otherwise limits the rights of any Indemnified Person to, indemnification in accordance with the provisions of this by-law. The indemnification of any Indemnified Person provided by this by-law shall be deemed to be a contract between the Corporation and each Indemnified Person and shall continue after such Indemnified Person has ceased to be a director or officer of the Corporation and shall inure to the benefit of such Indemnified Person's heirs, executors, administrators and legal representatives. If the Corporation fails timely to make any payment pursuant to the indemnification and advancement or reimbursement of expenses provisions of this Article VII and an Indemnified Person commences an action or proceeding to recover such payment, the Corporation in addition shall advance or reimburse such Indemnified Person for the legal fees and other expenses of such action or proceeding.

The Corporation is authorized to enter into agreements with any of its directors or officers extending rights to indemnification and advancement of expenses to such Indemnified Person to the fullest extent permitted by applicable law, but the failure to enter into any such agreement shall not affect or limit the rights of such Indemnified Person pursuant to this by-law, it being expressly recognized hereby that all directors or officers of the Corporation, by serving as such after the adoption hereof, are acting in reliance hereon and that the Corporation is estopped to contend otherwise. Persons who are not directors or officers of the Corporation shall be similarly indemnified and entitled to advancement or reimbursement of expenses to the extent authorized at any time by the Board of Directors.

In case any provision in this by-law shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford indemnification and advancement of expenses to its directors or officers, acting in such capacities or in the other capacities mentioned herein, to the fullest extent permitted by law whether arising from alleged or actual occurrences, acts or failures to act occurring before or after the adoption of this Article VII.

For purposes of this by-law, the Corporation shall be deemed to have requested an Indemnified Person to serve an employee benefit plan where the performance by such Indemnified Person of his or her duties to the Corporation also imposes duties on, or otherwise involves services by, such Indemnified Person to the plan or participants or beneficiaries of the plan, and excise taxes assessed on an Indemnified Person with respect to an employee benefit plan pursuant to applicable law shall be considered indemnifiable fines. For purposes of this by-law, the term "Corporation" shall include any legal successor to the Corporation, including any corporation which acquires all or substantially all of the assets of the Corporation in one or more transactions.

ARTICLE VIII

Offices

The principal offices of the Corporation shall be located in the City of New York, State of New York. The Board of Directors may change the location of the principal office of the Corporation and may, from time to time, designate other offices within or without the state as the business of the Corporation may require.

TRUE, CURRENT AND CORRECT

PLF —

PETER FINN

3-12-13

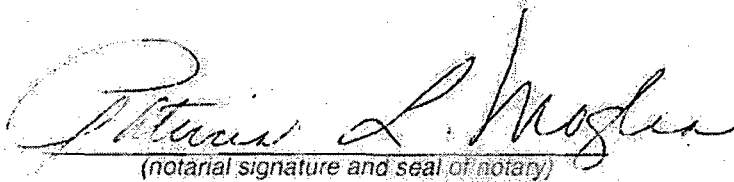
CERTIFIED COPY

On this 2ND day of APRIL, 20 13, I certify that the (preceding)

(following) (attached) document is a true, exact, complete, and unaltered copy made by me of

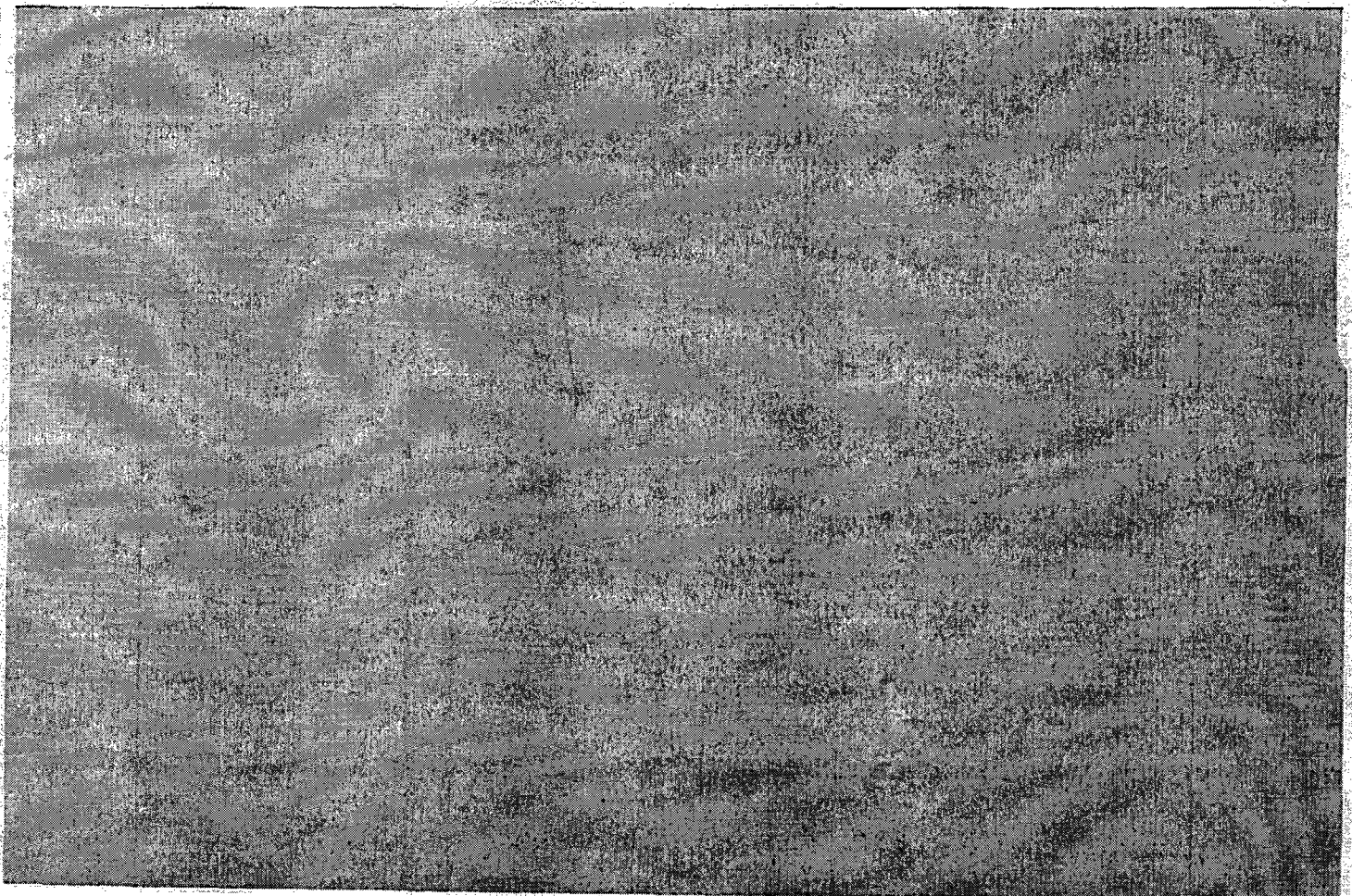
AMENDED AND RE-INSTITATED ARTICLES OF INCORPORATION OF
(description of the document) FINN PARTNERS, INC.

presented to me by PETER FINN


(notarial signature and seal of notary)

PATRICIA L. MOGLIA
NOTARY PUBLIC, STATE OF NEW YORK
01MO4848212
CERTIFIED IN QUEENS COUNTY
COMMISSION EXPIRES FEB. 17, 20 14

My Commission Expires FEBRUARY 17, 2014



STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
November 8, 2012.

A handwritten signature in dark ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State